

# Combe Mill Society

## Agenda for Meeting



|                    |                           |
|--------------------|---------------------------|
| Ref N°             |                           |
| Date of Meeting    | 17 <sup>th</sup> May 2021 |
| Time of Meeting    | 18:00                     |
| Place of Meeting   | Zoom Videoconference      |
| Purpose of Meeting | Scheduled Board Meeting   |

### Distribution

All Directors

File

### 1. Apologies

To note any apologies received.

### 2. Minutes of previous meeting

### 3. Lockdown working arrangements

To note projects that have been approved by the sub-committee.  
Need to continue project approvals?

### 4. Treasurer's Report

### 5. Re-opening of Mill

Finalise dates and themes  
Publicity and feature articles  
Social distancing  
Training Plan  
Catering arrangements

### 6. Chimney & Turret repairs

Review of cost and scope

### 7. Proposed change to the Articles of Association

See attached discussion paper

### 8. Meadow & Millwood agreement

Annual renewal of our agreement with Blenheim Estate to use their land  
Request to Blenheim to use the meadow path for public access to the mill.

### 9. Confirmation Statement to Companies House

### 10. Wychwood Forest Fair

Sunday 22nd August – will the Mill attend?

### 11. Next Meetings

To agree a schedule of board meetings while lockdown continues.

Peter Trowles  
Minutes Secretary

# Combe Mill Governance: COVID, the 2021 AGM and beyond

## Introduction

This paper summarises the ways that the Covid pandemic has tested the Governance of Combe Mill (the Society). It briefly reviews the way that the Board has reacted; highlighting the ways that it has responded to difficulties that have arisen and suggests a way forward.

In this paper the use of words such as 'we' and 'our' refer to the opinions of the authors and do not suggest presumed acceptance by the Board.

## Present Position

There is no doubting that the past 14 months have seen major upheavals in the way that the management of the Society is conducted. At the Board level the Directors were able to conduct the Society's affairs by electronic means and it proved possible to manage them effectively using the powers conferred on the Board by the Articles. We are unaware of any way that the Articles impaired the Board's ability to discharge its responsibilities as directors. The same is not true of the arrangements for formally interacting with the membership as a whole.

The difficulties in setting up the 2020 AGM are well known. The difficulties arose because the Mill has no specific powers to conduct general meetings electronically. This means that when it proved impossible to meet on a face to face basis the Board had no powers to call a general meeting. It does have powers to get resolutions passed in written form (see Article 23).

In the case of the present pandemic, the government recognised the problem and issued emergency approval of such meetings irrespective of the position set out in the Articles. This exceptional approval expired on 31<sup>st</sup> March last.

The present position faces the Board with two major issues:

- The calling and conduct of the 2021 AGM
- The need to consider and if thought appropriate approve Governance changes to cover future similar events.

## The 2021 AGM

It has always been the Board's hope that it will prove possible to hold the meeting on the conventional face to face basis.

It seems likely that formal government requirements concerning social distancing will be withdrawn but that it will remain incumbent upon the bodies concerned to determine what arrangements they put in place to minimise the risk of infection. The Board needs to determine what fall-back position it will adopt. Since fully electronic general meetings are no longer an option, the only alternative would be a hybrid meeting. In such meetings there are in effect two gatherings. The first is a small quorate meeting conducted on a face to face basis. This meeting would meet the requirements of the present Articles. The second gathering would be able to attend the meeting electronically but would not be able to participate fully. All members would have the right to vote on any Resolutions submitted to the meeting because, as happened at the 2020 AGM, Resolutions would be dealt with via the 'Written Resolutions Procedure'.

## Future Arrangements

The Covid calamity was seen as an unfortunate and unforeseeable event. It was treated by government as a candidate for emergency response. The scale of the event was certainly greater than had been expected but similar events, on a smaller scale, had occurred in recent times. It would

## Combe Mill Governance: COVID, the 2021 AGM and beyond

seem appropriate therefore to modify the Society's Articles to provide future members with the tools that they would need to interact effectively: were such events to occur subsequently.

We accordingly invite the Board to resolve that a new Article be added as follows:

*"Any general meeting of the Society, including an annual general meeting, may if the Directors consider it appropriate, be held either virtually by electronic means or in hybrid format with some Members attending in person (in such numbers and at such place as determined by if the Directors with the means of selecting which Members attend in person to be determined by the Directors) and some other Members attending virtually by electronic means".*

We consider this proposed new Article provides a sensible level of flexibility for the future in the light of the experience of the pandemic:

1. It leaves unchanged the present arrangements for face to face meetings
2. It allows general meetings to be held virtually by electronic means. This allows any member with access to a computer or mobile phone to participate fully in the meetings.
3. It formalises the position concerning hybrid meetings.

We have carefully considered the need for the third clause. We accept the view that, given Combe Mill's small numbers, it is unlikely that hybrid meetings would necessarily prove valuable to the Charity. Informed opinion obtained by others suggests that, whilst Articles such as ours do not allow electronic meetings, they do not prohibit hybrid meetings. Consequently omitting the formal reference to a hybrid meeting would not achieve any specific purpose. It would merely leave a future Board, determined to hold a hybrid meeting, to create its own arrangements. Adoption of the clause defines the nature of a hybrid meeting and removes uncertainty. Directors should note that, in the absence of the ability to hold a virtual meeting, the Society may have to adopt this approach in order to hold the 2021 AGM.

We commend the Resolution to the Board.

If the above Resolution is approved it will probably require some contingent additional changes to the existing Articles. If therefore the main Resolution is passed the Board is invited to approve the following Resolution:

*"Following the passage of the Resolution to change the Articles of the Company with respect to the holding of virtual general meetings the Board instructs the Chairman and the Charity Secretary to review the Articles to determine any additional contingent changes necessary to the Articles and to report the outcome of the review to the Board."*

In the event that the main Resolution is not passed the secondary Resolution will automatically fall

Philip Hawtin Chairman  
Peter Trowles Charity Secretary